

**EXHIBIT B3**

**Invoices (part 3)**

# BakerHostetler

Dakota Plains Holdings, Inc.  
294 Grove Ln E  
Wayzata, MN 55391

Invoice Date: 06/29/17  
Invoice Number: 50394918  
B&H File Number: 10659/098445/000016  
Taxpayer ID Number: 34-0082025  
Page 1

Regarding: DIP Lending

For professional services rendered from December 1, 2016 through December 31, 2016

**BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 12,159.40**

## Remittance Copy

Please include this page with payment

**Invoice No: 50394918**

**Firm Contact Information**

Anissa Haynes  
(215) 564-8909  
ahaynes@bakerlaw.com

**Please Remit To:**  
**Baker & Hostetler LLP**  
**P.O. Box 70189**  
**Cleveland, OH 44190-0189**

**Reference Invoice No:**  
**50394918**

**FOR WIRE REMITTANCES:**  
**Baker & Hostetler LLP**  
**KeyBank, N.A., Cleveland, OH**  
**Account No: 1001516552 / ABA 041001039**  
**SWIFT Code: KEYBUS33**

**Email the "Remittance Copy" to**  
**bakerlockbox@bakerlaw.com**

# BakerHostetler

Dakota Plains Holdings, Inc.  
294 Grove Ln E  
Wayzata, MN 55391

Invoice Date: 06/29/17  
Invoice Number: 50394918  
B&H File Number: 10659/098445/000016  
Taxpayer ID Number: 34-0082025  
Page 2

**Regarding: DIP Lending**

For professional services rendered from December 1, 2016 through December 31, 2016

<b>Fees</b>	<b>\$ 12,142.00</b>
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**Expenses and Other Charges**

<b>Electronic Court Fees (E112)</b>	<b>17.40</b>
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<b>Total Expenses</b>	<b>\$ 17.40</b>
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<b>BALANCE FOR THIS INVOICE DUE BY 07/29/17</b>	<b>\$ 12,159.40</b>
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**Baker&Hostetler LLP**

*Atlanta* *Chicago* *Cincinnati* *Cleveland* *Columbus* *Costa Mesa* *Denver*  
*Houston* *Los Angeles* *New York* *Orlando* *Philadelphia* *Seattle* *Washington, DC*

Regarding: DIP Lending

Matter Number: 098445.000016

Name	Hours	Rate	Amount
Goodman Eric R	15.70	\$ 505.00	\$ 7,928.50
Green Elizabeth A.	4.00	625.00	2,500.00
Parrish Jimmy D.	0.90	525.00	472.50
Rose Jorian L.	1.70	730.00	1,241.00
<b>Total</b>	<b>22.30</b>	<b>\$</b>	<b>12,142.00</b>

Date	Name	Description	Hours	Amount
12/21/16	Goodman Eric R	Edit and finalize DIP motion and related documents.	1.50	757.50
12/21/16	Green Elizabeth A.	Review and revise DIP budget.	0.90	562.50
12/23/16	Goodman Eric R	Communications with counsel for SunTrust regarding schedules needed for closing.	0.20	101.00
12/23/16	Goodman Eric R	Review DIP closing list.	0.20	101.00
12/23/16	Goodman Eric R	Edit and revise schedules for Credit Agreement.	0.40	202.00
12/23/16	Goodman Eric R	Edit and revise schedules for Guaranty and Security Agreement.	0.40	202.00
12/23/16	Goodman Eric R	Edit and revise Perfection Certificate.	0.40	202.00
12/23/16	Goodman Eric R	Draft email to Mr. Thornton regarding documents need to close DIP loan facility.	0.80	404.00
12/23/16	Goodman Eric R	Communications with counsel for SunTrust regarding board resolutions authorizing DIP financing.	0.20	101.00
12/23/16	Green Elizabeth A.	Review issues regarding DIP budget.	0.80	500.00
12/23/16	Parrish Jimmy D.	Review issues regarding budget and	0.70	367.50

**Baker & Hostetler LLP**

Date	Name	Description	Hours	Amount
		payroll.		
12/23/16	Parrish Jimmy D.	Talk with Mr. Beskow regarding budget revisions.	0.20	105.00
12/27/16	Goodman Eric R	Communications with Mr. Rose and Ms. Green regarding DIP order and related matters.	0.40	202.00
12/27/16	Goodman Eric R	Communications with counsel for SunTrust regarding closing documents for DIP loan.	0.60	303.00
12/27/16	Goodman Eric R	Review form of borrowing certificate for DIP loan.	0.20	101.00
12/27/16	Goodman Eric R	Communications with Mr. Rose regarding DIP loan.	0.20	101.00
12/27/16	Goodman Eric R	Review email from Mr. Thornton and update schedules to DIP documents per the same.	0.40	202.00
12/27/16	Goodman Eric R	Edit and revise proposed Interim DIP Order and related documents.	1.60	808.00
12/27/16	Green Elizabeth A.	Review loan documents regarding DIP.	0.80	500.00
12/27/16	Rose Jorian L.	Email correspondence and telephone conferences with Mr. Thornton regarding DIP closing document review.	0.60	438.00
12/28/16	Goodman Eric R	Telephone call with Mr. Rose regarding proposed interim DIP order.	0.20	101.00
12/28/16	Goodman Eric R	Edit and revise closing documents for DIP facility and communications with counsel for SunTrust regarding the same.	1.30	656.50
12/28/16	Goodman Eric R	Review and respond to emails from Ms. Green regarding credit agreement and first day declaration.	0.30	151.50
12/28/16	Goodman Eric R	Review execution versions of credit agreement, guaranty and security agreement, environmental indemnify, and mortgage.	3.00	1,515.00

**Baker & Hostetler LLP**

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Houston

Chicago  
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Cincinnati  
New York

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Philadelphia

Costa Mesa  
Seattle

Denver  
Washington, DC

Date	Name	Description	Hours	Amount
12/28/16	Green Elizabeth A.	Review DIP Motion for hearing.	0.70	437.50
12/28/16	Green Elizabeth A.	Review issues regarding cash collateral and DIP budget	0.80	500.00
12/29/16	Goodman Eric R	Revise Certificates per comments from Mr. Thornton and draft email to client regarding the same.	0.20	101.00
12/29/16	Goodman Eric R	Draft and edit Secretary Certificates and Incumbency Certificates for DIP facility.	1.60	808.00
12/29/16	Goodman Eric R	Draft email to client regarding DIP facility closing documents.	0.20	101.00
12/29/16	Goodman Eric R	Review and finalize Perfection Certificate for DIP facility.	0.50	252.50
12/29/16	Goodman Eric R	Telephone call with counsel for SunTrust regarding closing documents for DIP facility.	0.20	101.00
12/29/16	Goodman Eric R	Telephone call with Mr. Thornton regarding Certificates.	0.10	50.50
12/29/16	Rose Jorian L.	Prepare for hearing on cash collateral and DIP financing meeting with Mr. Beskow.	1.10	803.00
12/30/16	Goodman Eric R	Communications regarding closing documents for DIP loan.	0.60	303.00
<b>Total</b>			<b>22.30</b>	<b>12,142.00</b>

#### Expenses and Other Charges

12/31/16	PACER 98445.16	17.40
<b>Subtotal - Electronic Court Fees (E112)</b>		<b>17.40</b>
<b>Total</b>		<b>\$ 17.40</b>

**Baker & Hostetler LLP**

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver  
Houston Los Angeles New York Orlando Philadelphia Seattle Washington, DC

# BakerHostetler

Dakota Plains Holdings, Inc.  
294 Grove Ln E  
Wayzata, MN 55391

Invoice Date: 06/29/17  
Invoice Number: 50394930  
B&H File Number: 10659/098445/000016  
Taxpayer ID Number: 34-0082025  
Page 1

**Regarding: DIP Lending**

For professional services rendered from January 1, 2017 through January 31, 2017

**BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 11,003.50**

## Remittance Copy

Please include this page with payment

**Invoice No: 50394930**

**Firm Contact Information**

Anissa Haynes  
(215) 564-8909  
ahaynes@bakerlaw.com

**Please Remit To:**  
Baker & Hostetler LLP  
P.O. Box 70189  
Cleveland, OH 44190-0189

**Reference Invoice No:**  
50394930

**FOR WIRE REMITTANCES:**  
Baker & Hostetler LLP  
KeyBank, N.A., Cleveland, OH  
Account No: 1001516552 / ABA 041001039  
**SWIFT Code: KEYBUS33**

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# BakerHostetler

Dakota Plains Holdings, Inc.  
294 Grove Ln E  
Wayzata, MN 55391

Invoice Date: 06/29/17  
Invoice Number: 50394930  
B&H File Number: 10659/098445/000016  
Taxpayer ID Number: 34-0082025  
Page 2

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**Regarding: DIP Lending**

For professional services rendered from January 1, 2017 through January 31, 2017

**Fees** \$ **11,003.50**

**BALANCE FOR THIS INVOICE DUE BY 07/29/17** \$ **11,003.50**

**Baker&Hostetler LLP**

*Atlanta* *Chicago* *Cincinnati* *Cleveland* *Columbus* *Costa Mesa* *Denver*  
*Houston* *Los Angeles* *New York* *Orlando* *Philadelphia* *Seattle* *Washington, DC*

Regarding: DIP Lending

Matter Number: 098445.000016

Name	Hours	Rate	Amount
Goodman Eric R	3.70	\$ 530.00	\$ 1,961.00
Green Elizabeth A.	7.90	650.00	5,135.00
Rose Jorian L.	4.00	755.00	3,020.00
Esmont Joseph M.	2.50	355.00	887.50
<b>Total</b>	<b>18.10</b>	<b>\$</b>	<b>11,003.50</b>

Date	Name	Description	Hours	Amount
01/03/17	Goodman Eric R	Edit and finalize notice of Final DIP hearing.	0.50	265.00
01/03/17	Goodman Eric R	Communications regarding DIP closing documents.	0.20	106.00
01/04/17	Goodman Eric R	Review insurance certificates for DIP loan and draft email to counsel for SunTrust regarding the same.	0.20	106.00
01/04/17	Goodman Eric R	Edit and finalize officer certificates for DIP loan and draft email to counsel for SunTrust regarding the same.	0.80	424.00
01/05/17	Goodman Eric R	Review final DIP credit agreement.	0.40	212.00
01/06/17	Rose Jorian L.	Telephone conferences with Mr. Goodman regarding DIP closing items.	0.40	302.00
01/09/17	Goodman Eric R	Communications regarding release of DIP loan signature pages.	0.10	53.00
01/10/17	Goodman Eric R	Communications with client regarding DIP borrowing.	0.20	106.00
01/10/17	Goodman Eric R	Draft and edit borrowing notice for Interim DIP distribution.	0.30	159.00
01/10/17	Goodman Eric R	Communications with SunTrust regarding	0.20	106.00

**Baker & Hostetler LLP**

Date	Name	Description	Hours	Amount
		DIP borrowing.		
01/10/17	Rose Jorian L.	Telephone conferences with Mr. Beskow regarding budget issues and review.	0.50	377.50
01/12/17	Green Elizabeth A.	Review issues regarding continued DIP motion.	0.50	325.00
01/13/17	Green Elizabeth A.	Review issues regarding witnesses for hearing on DIP and WFS.	0.30	195.00
01/13/17	Green Elizabeth A.	Review DIP Credit Agreement for revision issues.	0.80	520.00
01/13/17	Green Elizabeth A.	Telephone call with Alan Pope regarding DIP hearings.	0.30	195.00
01/13/17	Green Elizabeth A.	Call to Mike McGrath regarding budget and hearings on final DIP.	0.70	455.00
01/16/17	Esmont Joseph M.	Assist with preparation for hearing on DIP and other matters.	2.00	710.00
01/16/17	Esmont Joseph M.	Draft notice of amended DIP Budget.	0.50	177.50
01/16/17	Goodman Eric R	Draft and edit proposed Final DIP Order and draft email to Mr. Rose regarding the same.	0.30	159.00
01/16/17	Goodman Eric R	Communications with Mr. Rose regarding Final DIP order.	0.20	106.00
01/16/17	Green Elizabeth A.	Review testimony with Marty Beskow for DIP hearing.	0.50	325.00
01/16/17	Green Elizabeth A.	Outline testimony of Marty Beskow regarding DIP hearing.	0.70	455.00
01/16/17	Green Elizabeth A.	Meeting with Anna Phillips regarding hearings on DIP and incentive.	0.70	455.00
01/16/17	Green Elizabeth A.	Meeting with Jim Thornton and Marty Beskow regarding DIP hearing and Incentive bonus hearing.	1.60	1,040.00
01/16/17	Rose Jorian L.	Review DIP budget for changes from last budget and for testimony.	1.30	981.50

**Baker & Hostetler LLP**

Date	Name	Description	Hours	Amount
01/17/17	Rose Jorian L.	Meet with Debtors' management prior to hearing regarding DIP budget and operational needs.	1.80	1,359.00
01/19/17	Goodman Eric R	Review Final DIP Order and communications with Mr. Rose regarding the same.	0.30	159.00
01/20/17	Green Elizabeth A.	Review variance analysis.	0.30	195.00
01/20/17	Green Elizabeth A.	Attend hearing on DIP.	0.70	455.00
01/24/17	Green Elizabeth A.	Phone conference with Gabe Claypool and Marty Beskow regarding budget going forward and timing regarding environmental permits.	0.80	520.00
<b>Total</b>			<b>18.10</b>	<b>11,003.50</b>

**Baker & Hostetler LLP**

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver  
Houston Los Angeles New York Orlando Philadelphia Seattle Washington, DC

# BakerHostetler

Dakota Plains Holdings, Inc.  
294 Grove Ln E  
Wayzata, MN 55391

Invoice Date: 06/29/17  
Invoice Number: 50394940  
B&H File Number: 10659/098445/000016  
Taxpayer ID Number: 34-0082025  
Page 1

**Regarding: DIP Lending**

For professional services rendered from February 1, 2017 through February 28, 2017

**BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 7,328.00**

## Remittance Copy

Please include this page with payment

**Invoice No: 50394940**

**Firm Contact Information**

Anissa Haynes  
(215) 564-8909  
ahaynes@bakerlaw.com

**Please Remit To:**  
**Baker & Hostetler LLP**  
**P.O. Box 70189**  
**Cleveland, OH 44190-0189**

**FOR WIRE REMITTANCES:**  
**Baker & Hostetler LLP**  
**KeyBank, N.A., Cleveland, OH**  
**Account No: 1001516552 / ABA 041001039**  
**SWIFT Code: KEYBUS33**

**Reference Invoice No:**  
**50394940**

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**bakerlockbox@bakerlaw.com**

# BakerHostetler

Dakota Plains Holdings, Inc.  
294 Grove Ln E  
Wayzata, MN 55391

Invoice Date: 06/29/17  
Invoice Number: 50394940  
B&H File Number: 10659/098445/000016  
Taxpayer ID Number: 34-0082025  
Page 2

**Regarding: DIP Lending**

For professional services rendered from February 1, 2017 through February 28, 2017

**Fees** \$ **7,328.00**

**BALANCE FOR THIS INVOICE DUE BY 07/29/17** \$ **7,328.00**

**Baker&Hostetler LLP**

*Atlanta*  
*Houston*

*Chicago*  
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*Cincinnati*  
*New York*

*Cleveland*  
*Orlando*

*Columbus*  
*Philadelphia*

*Costa Mesa*  
*Seattle*

*Denver*  
*Washington, DC*

**Regarding: DIP Lending**

Matter Number: 098445.000016

Name	Hours	Rate	Amount
Green Elizabeth A.	0.70	\$ 650.00	\$ 455.00
Rose Jorian L.	9.00	755.00	6,795.00
Lane Deanna L	0.30	260.00	78.00
<b>Total</b>	<b>10.00</b>	<b>\$</b>	<b>7,328.00</b>

Date	Name	Description	Hours	Amount
02/07/17	Rose Jorian L.	Review budget prepared by Mr. Beskow.	0.60	453.00
02/08/17	Rose Jorian L.	Conference call with Mr. Beskow regarding removing budget for case.	0.80	604.00
02/08/17	Rose Jorian L.	Telephone conference with counsel for SunTrust regarding next steps.	0.30	226.50
02/08/17	Rose Jorian L.	Review final proposed draft budget prepared by Mr. Beskow.	1.20	906.00
02/13/17	Rose Jorian L.	Telephone conferences with directors regarding budget issues.	0.40	302.00
02/13/17	Rose Jorian L.	Review and revise draw request for DIP loan to pay taxes.	0.60	453.00
02/14/17	Rose Jorian L.	Review revised budget prepared by Mr. Beskow for remaining chapter 11 case.	0.70	528.50
02/14/17	Rose Jorian L.	Telephone conferences with Mr. Beskow regarding remaining lease obligation and employee staffing issues.	0.40	302.00
02/14/17	Rose Jorian L.	Telephone conferences with Sun Trust counsel regarding review of DIP and cash collateral wind down budget.	0.80	604.00
02/14/17	Rose Jorian L.	Telephone conference with Mr. Beskow regarding budget issues and planning.	0.60	453.00

**Baker & Hostetler LLP**

Date	Name	Description	Hours	Amount
02/20/17	Rose Jorian L.	Review and revise cash collateral and DIP Motion.	0.70	528.50
02/22/17	Lane Deanna L	Preparing service list for serving Motion to Approve Amended DIP Budget	0.30	78.00
02/23/17	Rose Jorian L.	Telephone conferences with Mr. Beskow regarding final budget for wind down and line by line analysis.	0.70	528.50
02/24/17	Rose Jorian L.	Telephone conferences with Directors regarding status of wind down budget and sale.	0.60	453.00
02/24/17	Rose Jorian L.	Review payoff letter on DIP by SunTrust.	0.60	453.00
02/28/17	Green Elizabeth A.	Review issues regarding DIP repayment.	0.70	455.00
<b>Total</b>			<b>10.00</b>	<b>7,328.00</b>

**Baker & Hostetler LLP**

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver  
Houston Los Angeles New York Orlando Philadelphia Seattle Washington, DC

# BakerHostetler

Dakota Plains Holdings, Inc.  
294 Grove Ln E  
Wayzata, MN 55391

Invoice Date: 06/29/17  
Invoice Number: 50394919  
B&H File Number: 10659/098445/000017  
Taxpayer ID Number: 34-0082025  
Page 1

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**Regarding: Asset Sales**

For professional services rendered from December 1, 2016 through December 31, 2016

**BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 23,119.60**

## Remittance Copy

Please include this page with payment

**Invoice No: 50394919**

**Firm Contact Information**

Anissa Haynes  
(215) 564-8909  
ahaynes@bakerlaw.com

**Please Remit To:**  
Baker & Hostetler LLP  
P.O. Box 70189  
Cleveland, OH 44190-0189

**Reference Invoice No:**  
50394919

**FOR WIRE REMITTANCES:**  
Baker & Hostetler LLP  
KeyBank, N.A., Cleveland, OH  
Account No: 1001516552 / ABA 041001039  
**SWIFT Code: KEYBUS33**

**Email the "Remittance Copy" to**  
bakerlockbox@bakerlaw.com

# BakerHostetler

Dakota Plains Holdings, Inc.  
294 Grove Ln E  
Wayzata, MN 55391

Invoice Date: 06/29/17  
Invoice Number: 50394919  
B&H File Number: 10659/098445/000017  
Taxpayer ID Number: 34-0082025  
Page 2

**Regarding: Asset Sales**

For professional services rendered from December 1, 2016 through December 31, 2016

<b>Fees</b>	<b>\$ 23,078.00</b>
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**Expenses and Other Charges**

<b>Electronic Court Fees (E112)</b>	<b>41.60</b>
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<b>Total Expenses</b>	<b>\$ 41.60</b>
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<b>BALANCE FOR THIS INVOICE DUE BY 07/29/17</b>	<b>\$ 23,119.60</b>
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**Baker&Hostetler LLP**

*Atlanta* *Chicago* *Cincinnati* *Cleveland* *Columbus* *Costa Mesa* *Denver*  
*Houston* *Los Angeles* *New York* *Orlando* *Philadelphia* *Seattle* *Washington, DC*

Regarding: **Asset Sales**

Matter Number: 098445.000017

Name	Hours	Rate	Amount
Goodman Eric R	2.70	\$ 505.00	\$ 1,363.50
Green Elizabeth A.	7.50	625.00	4,687.50
Parrish Jimmy D.	0.60	525.00	315.00
Pence William L.	0.50	550.00	275.00
Rose Jorian L.	19.50	730.00	14,235.00
Rose Jorian L.	0.00	0.00	0.00
Esmont Joseph M.	1.60	335.00	536.00
Ramsey Kristina R.	4.90	340.00	1,666.00
<b>Total</b>	<b>37.30</b>	<b>\$</b>	<b>23,078.00</b>

Date	Name	Description	Hours	Amount
12/20/16	Esmont Joseph M.	Review APA for purchase and sale agreement.	1.60	536.00
12/20/16	Green Elizabeth A.	Review issues regarding Unimin.	0.80	500.00
12/20/16	Parrish Jimmy D.	Review issues regarding successful stalking horse bid and sale status.	0.60	315.00
12/20/16	Rose Jorian L.	Emails to Canaccord and Company regarding call with Unimin.	0.60	438.00
12/20/16	Rose Jorian L.	Telephone calls and emails to Bio Urja's counsel regarding sale hearing and bid procedures.	0.50	365.00
12/20/16	Rose Jorian L.	Conference calls with Mr. Richards regarding sale issues.	0.60	438.00
12/20/16	Rose Jorian L.	Draft and revise escrow agreement for deposit on sale.	1.60	1,168.00
12/20/16	Rose Jorian L.	Review and revise sale motions per comments from purchaser.	1.80	1,314.00

**Baker & Hostetler LLP**

Date	Name	Description	Hours	Amount
12/21/16	Goodman Eric R	Edit and finalize sale motion and related documents.	1.50	757.50
12/21/16	Green Elizabeth A.	Review and revise sale motion.	0.80	500.00
12/21/16	Green Elizabeth A.	Review issues regarding sale motion and timing.	0.90	562.50
12/21/16	Green Elizabeth A.	Review and revise press release.	0.80	500.00
12/21/16	Pence William L.	Review draft response to Jorian Rose regarding transferability of environmental permits; confer with Kristina Ramsey regarding same.	0.50	275.00
12/21/16	Ramsey Kristina R.	Finish permitting and plan review and research regarding transferability; Draft comprehensive summary of permitting matters, including additional information needed to confirm certain permits have not expired or are otherwise still in effect and outlining the time frames and procedures for transferring each to new owner of the facility.	4.10	1,394.00
12/21/16	Rose Jorian L.	Conference calls with Mr. Claypool regarding status of sale discussion and management duties and discussions with buyers.	0.80	584.00
12/21/16	Rose Jorian L.	Telephone calls to independent investors regarding sale and process update.	0.60	438.00
12/21/16	Rose Jorian L.	Emails and telephone calls to Canacoord and the company coordinating meeting with Unimin.	0.50	365.00
12/21/16	Rose Jorian L.	Emails and telephone calls to escrow agent to establish escrow for sale proceeds.	0.60	438.00
12/21/16	Rose Jorian L.	Review press release for Chapter 11 and sale.	0.60	438.00
12/22/16	Ramsey Kristina R.	Edit and finalize comprehensive permit and plan transferability correspondence and provide to Jorian Rose and Liz Green.	0.80	272.00

**Baker & Hostetler LLP**Atlanta  
HoustonChicago  
Los AngelesCincinnati  
New YorkCleveland  
OrlandoColumbus  
PhiladelphiaCosta Mesa  
SeattleDenver  
Washington, DC

Date	Name	Description	Hours	Amount
12/22/16	Rose Jorian L.	Telephone calls to proposed purchaser regarding status of the case and escrow issues.	0.60	438.00
12/23/16	Green Elizabeth A.	Review issues regarding sale order.	0.80	500.00
12/23/16	Rose Jorian L.	Emails to Mr. Jain and Bank of Oklahoma regarding escrow agreement.	0.60	438.00
12/27/16	Goodman Eric R	Edit and revise proposed bid procedures order and draft email to Mr. McGrath regarding the same.	0.80	404.00
12/27/16	Goodman Eric R	Review and respond to email from Canaccord regarding Top 30 list.	0.20	101.00
12/27/16	Rose Jorian L.	Review bidding procedures regarding joint bidding issues.	0.40	292.00
12/27/16	Rose Jorian L.	Telephone conferences and email correspondence with Mr. Ferreira regarding NDA for Slawson and Murex and joint bidding.	0.60	438.00
12/27/16	Rose Jorian L.	Telephone conference with Mr. Richards regarding sale process and timing.	0.30	219.00
12/27/16	Rose Jorian L.	Revise escrow agreement for Bio Urja deposit.	1.40	1,022.00
12/27/16	Rose Jorian L.	Draft direct testimony questions for Mr. Richards regarding sale process.	1.60	1,168.00
12/27/16	Rose Jorian L.	Telephone conferences with independent directors regarding status of filing and sale.	0.60	438.00
12/28/16	Goodman Eric R	Communications regarding witness notice for motion to approve bid procedures.	0.20	101.00
12/28/16	Green Elizabeth A.	Review Canaccord sale process for hearing.	0.90	562.50
12/28/16	Green Elizabeth A.	Review bid procedures for hearing.	0.80	500.00
12/28/16	Rose Jorian L.	Review and revise direct testimony for Mr. Richards.	0.70	511.00

**Baker & Hostetler LLP**

Date	Name	Description	Hours	Amount
12/28/16	Rose Jorian L.	Email correspondence and telephone conferences with escrow agent regarding escrow agreement and funds in escrow.	0.40	292.00
12/28/16	Rose Jorian L.	Email correspondence with purchaser regarding questions on first day hearings.	0.50	365.00
12/28/16	Rose Jorian L.	Telephone conferences with Mr. Richards regarding direct testimony on sale procedures.	0.60	438.00
12/29/16	Rose Jorian L.	Review changes to bidding procedures order and dates.	0.60	438.00
12/29/16	Rose Jorian L.	Draft language addition to bidding procedures order offer hearing.	0.40	292.00
12/29/16	Rose Jorian L.	Prepare for hearing and met with Mr. Richards.	0.60	438.00
12/29/16	Rose Jorian L.	Telephone conference with Bio Urja's counsel updating them on hearing.	0.30	219.00
12/30/16	Green Elizabeth A.	Review letter to potential bidders.	0.20	125.00
12/30/16	Green Elizabeth A.	Review timing issues regarding notice of bid procedures and service.	0.30	187.50
12/30/16	Green Elizabeth A.	Respond to Canaccord regarding joint bid potential.	0.30	187.50
12/30/16	Green Elizabeth A.	Review issues regarding status of bid and process.	0.90	562.50
12/30/16	Rose Jorian L.	Email documents for other bidders to Canaccord for sale process.	0.60	438.00
12/30/16	Rose Jorian L.	Conference call with independent directors, Company and Canaccord regarding next steps from first day hearings and sale.	0.50	365.00
12/30/16	Rose Jorian L.	Conference calls with independent directors regarding update on hearings and sale.	0.00	0.00
<b>Total</b>			<b>37.30</b>	<b>23,078.00</b>

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**Expenses and Other Charges**

12/31/16	PACER 98445.17	28.50
12/31/16	PACER 98445.17	<u>13.10</u>
<b>Subtotal - Electronic Court Fees (E112)</b>		<u><b>41.60</b></u>
<b>Total</b>		<u><b>\$ 41.60</b></u>

# BakerHostetler

Dakota Plains Holdings, Inc.  
294 Grove Ln E  
Wayzata, MN 55391

Invoice Date: 06/29/17  
Invoice Number: 50394931  
B&H File Number: 10659/098445/000017  
Taxpayer ID Number: 34-0082025  
Page 1

**Regarding: Asset Sales**

For professional services rendered from January 1, 2017 through January 31, 2017

**BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 91,618.24**

## Remittance Copy

Please include this page with payment

**Invoice No: 50394931**

**Firm Contact Information**

Anissa Haynes  
(215) 564-8909  
ahaynes@bakerlaw.com

**Please Remit To:**  
Baker & Hostetler LLP  
P.O. Box 70189  
Cleveland, OH 44190-0189

**Reference Invoice No:**  
50394931

**FOR WIRE REMITTANCES:**  
Baker & Hostetler LLP  
KeyBank, N.A., Cleveland, OH  
Account No: 1001516552 / ABA 041001039  
**SWIFT Code: KEYBUS33**

**Email the "Remittance Copy" to**  
bakerlockbox@bakerlaw.com

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Dakota Plains Holdings, Inc.  
294 Grove Ln E  
Wayzata, MN 55391

Invoice Date: 06/29/17  
Invoice Number: 50394931  
B&H File Number: 10659/098445/000017  
Taxpayer ID Number: 34-0082025  
Page 2

**Regarding: Asset Sales**

For professional services rendered from January 1, 2017 through January 31, 2017

<b>Fees</b>	<b>\$ 88,676.50</b>
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**Expenses and Other Charges**

Meals while Traveling (E110)	83.31
Ground Transportation Out of Town (E110)	432.55
Airfare/Trainfare (E110)	1,832.60
Lodging (E110)	593.28

<b>Total Expenses</b>	<b>\$ 2,941.74</b>
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<b>BALANCE FOR THIS INVOICE DUE BY 07/29/17</b>	<b>\$ 91,618.24</b>
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**Regarding: Asset Sales**

Matter Number: 098445.000017

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Goodman Eric R	2.60	\$ 530.00	\$ 1,378.00
Green Elizabeth A.	31.90	650.00	20,735.00
Parrish Jimmy D.	20.40	540.00	11,016.00
Rose Jorian L.	62.10	755.00	46,885.50
Esmont Joseph M.	10.70	355.00	3,798.50
Ramsey Kristina R.	13.70	355.00	4,863.50
<b>Total</b>	<b>141.40</b>	<b>\$</b>	<b>88,676.50</b>

<b>Date</b>	<b>Name</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
01/03/17	Goodman Eric R	Edit and finalized notice of auction and sale hearing.	0.50	265.00
01/03/17	Parrish Jimmy D.	Review sale status and bid options.	0.60	324.00
01/03/17	Rose Jorian L.	Email correspondence and telephone conferences with Bio Urja's counsel regarding contract assumption list.	0.50	377.50
01/03/17	Rose Jorian L.	Email correspondence with Slawson's attorney regarding diligence questions.	0.60	453.00
01/04/17	Goodman Eric R	Communications regarding NDA for Lorica Energy.	0.20	106.00
01/04/17	Green Elizabeth A.	Review status of sales process.	0.80	520.00
01/04/17	Green Elizabeth A.	Review non-disclosure agreement and joint bid concerns for sale and bidding.	0.90	585.00
01/04/17	Rose Jorian L.	Telephone conferences and email correspondence with Canaccord regarding revise NDA's for buyers.	0.40	302.00
01/04/17	Rose Jorian L.	Telephone conferences with Canaccord and email correspondence regarding Twin	0.60	453.00

**Baker & Hostetler LLP**

Date	Name	Description	Hours	Amount
		Eagle's request to joint bid with Unimin.		
01/04/17	Rose Jorian L.	Telephone conferences with independent directors regarding Slawson joint bid.	0.40	302.00
01/05/17	Rose Jorian L.	Telephone conferences with Canaccord regarding Twin Eagle's Unimin joint bid.	0.40	302.00
01/05/17	Rose Jorian L.	Telephone conferences with Canaccord regarding diligence questions of Slawson and title.	0.40	302.00
01/05/17	Rose Jorian L.	Conference calls with independent directors regarding joint bids and auction timing.	0.60	453.00
01/05/17	Rose Jorian L.	Draft provision for Unimin to agree to consent to assignment of contract for joint bid.	0.80	604.00
01/06/17	Green Elizabeth A.	Review issues regarding sales process and review bid procedures.	0.80	520.00
01/06/17	Green Elizabeth A.	Telephone call with Canaccord, Baker Team and Company regarding status of process.	0.60	390.00
01/06/17	Rose Jorian L.	Telephone conferences with Mr. Claypool and Canaccord regarding discussions with US Oil.	0.40	302.00
01/06/17	Rose Jorian L.	Telephone conferences with Canaccord and independent directors regarding joint bid issues.	0.40	302.00
01/06/17	Rose Jorian L.	Conference call with Canaccord and independent directors regarding sale status.	0.60	453.00
01/09/17	Green Elizabeth A.	Review status of diligence for bidding.	0.50	325.00
01/09/17	Rose Jorian L.	Telephone conference with Canaccord regarding sale questions.	0.40	302.00
01/10/17	Green Elizabeth A.	Review issues regarding sales process, bidding, potential overbids and status of diligence for potential over bidders.	0.90	585.00

**Baker & Hostetler LLP**

Date	Name	Description	Hours	Amount
01/10/17	Green Elizabeth A.	Review issues regarding sales process and Canaccord application.	0.70	455.00
01/10/17	Green Elizabeth A.	Update call on sales process.	0.60	390.00
01/10/17	Parrish Jimmy D.	Review sale issues and status.	0.70	378.00
01/10/17	Parrish Jimmy D.	Talk with Mr. Ellis at Chillmark regarding Dakota Plains sale.	0.30	162.00
01/10/17	Rose Jorian L.	Draft escrow agreement for bidders other than stalling horse bidder.	1.60	1,208.00
01/10/17	Rose Jorian L.	Conference call with Board and Canaccord regarding sale and other issues.	0.60	453.00
01/11/17	Green Elizabeth A.	Telephone call with Alan Pope regarding sales process.	0.40	260.00
01/11/17	Green Elizabeth A.	Begin preparation on Canaccord issues for hearing.	0.90	585.00
01/11/17	Rose Jorian L.	Review and revise escrow agreement with bulk of Oklahoma for other bidders.	0.70	528.50
01/12/17	Parrish Jimmy D.	Talk with Mr. Claypool regarding bidding and due diligence requirements.	0.50	270.00
01/12/17	Parrish Jimmy D.	Review outstanding sale and bid issues.	1.20	648.00
01/12/17	Rose Jorian L.	Review questions and respond regarding potential purchaser questions to Canaccord.	0.80	604.00
01/13/17	Goodman Eric R	Telephone call with potential bidder regarding bid procedures and related matters.	0.50	265.00
01/13/17	Green Elizabeth A.	Telephone call with Reed Smith regarding auction process.	0.30	195.00
01/13/17	Green Elizabeth A.	Update process call with Canaccord.	0.90	585.00
01/13/17	Green Elizabeth A.	Telephone call with Gabe Claypool regarding data room access and Non Disclosure Agreement.	0.30	195.00

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Date	Name	Description	Hours	Amount
01/13/17	Rose Jorian L.	Conference call with counsel for Twin Eagle regarding questions and review questions.	0.70	528.50
01/13/17	Rose Jorian L.	Conference call with Canaccord regarding joint bidding issues.	0.60	453.00
01/13/17	Rose Jorian L.	Conference calls with counsel for potential bidder regarding bid process and email correspondence regarding same.	0.70	528.50
01/13/17	Rose Jorian L.	Conference call with Canaccord Genuity and Board regarding status of sale and Chapter 11 case.	0.60	453.00
01/16/17	Green Elizabeth A.	Meeting with Gabe Claypool and Marty Beskow regarding sales process.	0.80	520.00
01/18/17	Rose Jorian L.	Telephone conferences with management and directors regarding sale issues and update on discussions.	0.80	604.00
01/18/17	Rose Jorian L.	Conference call with potential bidder regarding revisions to purchase agreement.	0.30	226.50
01/18/17	Rose Jorian L.	Review changes to asset purchase agreement from potential bidders.	1.80	1,359.00
01/19/17	Goodman Eric R	Review Sage comments to non-disclosure agreement and communications with Canaccord regarding the same.	0.60	318.00
01/19/17	Green Elizabeth A.	Review overbid requirements in procedures.	0.30	195.00
01/19/17	Green Elizabeth A.	Telephone call with Canaccord regarding current status of bid process.	0.70	455.00
01/19/17	Green Elizabeth A.	Telephone call with Alan Pope regarding bid.	0.20	130.00
01/19/17	Green Elizabeth A.	Review Twin Eagle bid.	0.80	520.00
01/19/17	Green Elizabeth A.	Conference with Jorian Rose regarding APA issue for bid procedures.	0.60	390.00
01/19/17	Rose Jorian L.	Review bid from cover letter from competing bidder for auction.	0.90	679.50

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Date	Name	Description	Hours	Amount
01/19/17	Rose Jorian L.	Draft amendment to purchase agreement for increased purchase price at Auction.	2.60	1,963.00
01/19/17	Rose Jorian L.	Conference call with Mr. Richards regarding discussions with bidders.	0.50	377.50
01/20/17	Green Elizabeth A.	Review issues regarding bidding open v sealed bid.	0.50	325.00
01/20/17	Green Elizabeth A.	Telephone call with Alan Pope regarding bids.	0.20	130.00
01/20/17	Green Elizabeth A.	Review bid documents.	0.80	520.00
01/20/17	Green Elizabeth A.	Telephone call with Canaccord regarding bid procedures.	0.30	195.00
01/20/17	Green Elizabeth A.	Additional telephone call with Canaccord regarding bid procedures.	0.60	390.00
01/20/17	Parrish Jimmy D.	Review issues regarding sale status and bids.	0.50	270.00
01/20/17	Rose Jorian L.	Telephone conferences with Messrs. Claypool and Beskow regarding sale issues.	1.20	906.00
01/20/17	Rose Jorian L.	Review bid procedures for auction format and sealed bids.	0.80	604.00
01/20/17	Rose Jorian L.	Conference calls with independent directors regarding format of auction and bid procedures.	0.60	453.00
01/20/17	Rose Jorian L.	Telephone conferences with Canaccord regarding discussions with potential bidders and format for auction.	0.60	453.00
01/20/17	Rose Jorian L.	Conference calls with both bidders and counsel regarding attendance and format of auction.	0.90	679.50
01/20/17	Rose Jorian L.	Review and distribute amended asset purchase agreement for auction based on higher purchase price.	0.80	604.00

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Date	Name	Description	Hours	Amount
01/20/17	Rose Jorian L.	Review bid summary materials from Canaccord regarding process and competing bids for SunTrust.	0.80	604.00
01/20/17	Rose Jorian L.	Conference call with SunTrust and counsel regarding bids.	0.50	377.50
01/20/17	Rose Jorian L.	Conference call with Board and Canaccord regarding chapter 11 status and sale.	0.50	377.50
01/22/17	Green Elizabeth A.	Telephone call with Alan Pope regarding bids.	0.10	65.00
01/22/17	Green Elizabeth A.	Telephone call with Canaccord regarding bid process.	0.60	390.00
01/22/17	Rose Jorian L.	Review bid procedures regarding potential change to bidding format.	0.90	679.50
01/22/17	Rose Jorian L.	Meet with Company and Canaccord regarding auction on timing and strategy.	1.20	906.00
01/23/17	Esmont Joseph M.	Confer with Mr. Rose about revising APA.	0.30	106.50
01/23/17	Esmont Joseph M.	Review sale order from Mr. Goodman.	0.50	177.50
01/23/17	Esmont Joseph M.	Confer with Mr. Thornton and Mr. Beskow regarding Canadian Pacific contracts.	0.80	284.00
01/23/17	Esmont Joseph M.	Prepare for auction.	2.00	710.00
01/23/17	Esmont Joseph M.	Support auction of Dakota Plains' assets.	2.50	887.50
01/23/17	Goodman Eric R	Communications with Mr. Esmont regarding auction.	0.10	53.00
01/23/17	Goodman Eric R	Edit and revise proposed sale order.	0.70	371.00
01/23/17	Green Elizabeth A.	Calls regarding auction procedure with Geoff Richards.	0.70	455.00
01/23/17	Green Elizabeth A.	Conduct auction.	1.80	1,170.00
01/23/17	Green Elizabeth A.	Meeting with Geoff Richards regarding conducting of auction.	0.60	390.00
01/23/17	Green Elizabeth A.	Review bid procedures, bids and prepare to	1.90	1,235.00

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Date	Name	Description	Hours	Amount
		conduct auction.		
01/23/17	Parrish Jimmy D.	Review issues regarding sale and auction.	0.70	378.00
01/23/17	Parrish Jimmy D.	Talk with Don Grundstrom at Summit Farm regarding auction and sale participation.	1.00	540.00
01/23/17	Rose Jorian L.	Email correspondence with escrow agent regarding bidder; funds verification.	0.60	453.00
01/23/17	Rose Jorian L.	Telephone conferences and email correspondence with counsel for Canadian Pacific regarding objection issues.	0.80	604.00
01/23/17	Rose Jorian L.	Attend auction for sale of substantially all of Dakota Plains assets.	2.10	1,585.50
01/23/17	Rose Jorian L.	Meetings with counsel for banks, Canaccord and bidders regarding strategy for auction and format.	1.60	1,208.00
01/23/17	Rose Jorian L.	Meet with Company and Canaccord prior to auction.	1.20	906.00
01/24/17	Esmont Joseph M.	Analyze railcar subleases for purposes of assumption analysis.	1.00	355.00
01/24/17	Green Elizabeth A.	Review issues regarding permits, timing of closing and need to continue permit.	0.90	585.00
01/24/17	Green Elizabeth A.	Review issues regarding permits, transfer and Asset Purchase Agreement.	1.10	715.00
01/24/17	Green Elizabeth A.	Telephone conference with Marty Beskow and Gabe Claypool regarding environmental permits.	0.50	325.00
01/24/17	Green Elizabeth A.	Telephone conference Kristina Ramsey regarding environmental permits.	0.60	390.00
01/24/17	Parrish Jimmy D.	Review evidence needed for sale hearing.	1.00	540.00
01/24/17	Ramsey Kristina R.	Research time frames associated with transmittal or adoption of response plans and spill prevention control and countermeasure plan.	0.60	213.00

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Date	Name	Description	Hours	Amount
01/24/17	Ramsey Kristina R.	Draft and send correspondence to client outlining permitting and operations issues needing to be discussed tomorrow during our call with Pinnacle Engineering.	0.60	213.00
01/24/17	Ramsey Kristina R.	Conference call with Gabe Claypool and Marty Beskow to discuss permit compliance and validity matters.	0.50	177.50
01/24/17	Ramsey Kristina R.	Rereview permits and summaries provided in December regarding permit transfer provisions.	0.50	177.50
01/24/17	Ramsey Kristina R.	Conference call with Jorian Rose and Liz Green to discuss permit transfer issues.	0.30	106.50
01/24/17	Rose Jorian L.	Telephone conferences with Ms. Ramsey and Company regarding permit transfer and closing issues.	1.30	981.50
01/24/17	Rose Jorian L.	Telephone conferences with independent directors regarding sale and auction.	0.60	453.00
01/24/17	Rose Jorian L.	Telephone conferences with Canaccord regarding comments to amendment and next steps for sale.	0.50	377.50
01/24/17	Rose Jorian L.	Draft revised amendment to Asset Purchase Agreement after auction.	2.80	2,114.00
01/25/17	Esmont Joseph M.	Draft notice of filing of transcript of auction.	0.30	106.50
01/25/17	Green Elizabeth A.	Conference with Mike McGrath regarding sale hearing.	0.50	325.00
01/25/17	Green Elizabeth A.	Review issues for sale hearing, including executory contracts, good faith finding, and permit transfer concerns.	1.10	715.00
01/25/17	Green Elizabeth A.	Review issues regarding transfer of permits and timing of closing.	0.90	585.00
01/25/17	Green Elizabeth A.	Telephone call with Christina Ramsey regarding permits.	0.80	520.00
01/25/17	Parrish Jimmy D.	Talk with Mr. McGrath regarding sale hearing.	0.20	108.00

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Date	Name	Description	Hours	Amount
01/25/17	Parrish Jimmy D.	Talk with Mr. Grundstrom regarding sale status.	0.40	216.00
01/25/17	Ramsey Kristina R.	Draft final revise summary of permit transfer requirements.	0.60	213.00
01/25/17	Ramsey Kristina R.	Communicate with Gabe Claypool regarding time frames for submittal of new Notice of Intent for expiring Stormwater Construction General Permit.	0.10	35.50
01/25/17	Ramsey Kristina R.	Research the Environmental Protection Agency's guidance relating to time frames for submittal of a new Notice of Intent for an existing project under the 2017 General Permit for Stormwater Construction.	0.40	142.00
01/25/17	Ramsey Kristina R.	Follow-up communications with Jorian Rose regarding permit transfers and use of a Transition Services Agreement.	0.40	142.00
01/25/17	Ramsey Kristina R.	Research the use of a Transition Services Agreement for environmental permit transfers.	0.40	142.00
01/25/17	Ramsey Kristina R.	Conference call with client and Pinnacle Engineering to discuss existing permits.	1.10	390.50
01/25/17	Ramsey Kristina R.	Review Corps 404 Permit regarding any financial assurance mechanisms and ongoing mitigation obligations.	0.30	106.50
01/25/17	Ramsey Kristina R.	Additional research regarding NPDES and Stormwater Pollution Prevention Plan Construction Permit coverage.	0.20	71.00
01/25/17	Ramsey Kristina R.	Research EPA guidance for specific time frames for administrative permit revisions providing for the change in name of the owner or operator of a facility on tribal lands.	0.40	142.00
01/25/17	Ramsey Kristina R.	Review EPA Synthetic Minor Source Permit regarding any financial assurance mechanisms and ongoing obligations of permittee.	0.30	106.50

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Date	Name	Description	Hours	Amount
01/25/17	Ramsey Kristina R.	Review NPDES regarding any financial assurance mechanisms and ongoing obligations of permittee.	0.30	106.50
01/25/17	Ramsey Kristina R.	Conference call with Jorian Rose and Liz Green regarding delayed permit transfers and potential permit violation exposures.	0.30	106.50
01/25/17	Rose Jorian L.	Review and revise Sale Order in light of changes to sale and case.	1.80	1,359.00
01/25/17	Rose Jorian L.	Revise amendment to Asset Purchase Agreement.	1.60	1,208.00
01/25/17	Rose Jorian L.	Conference calls with Ms. Ramsey and Mr. Claypool regarding permitting transition issues.	0.80	604.00
01/25/17	Rose Jorian L.	Draft direct testimony for investment bank for sale hearing.	1.40	1,057.00
01/26/17	Esmont Joseph M.	Assist with preparations for sale hearing.	0.80	284.00
01/26/17	Esmont Joseph M.	Draft Amended Notice of Assignment for filing if necessary with respect to Canadian Pacific Agreements.	1.00	355.00
01/26/17	Esmont Joseph M.	Review Canadian Pacific Siding Agreement.	0.70	248.50
01/26/17	Esmont Joseph M.	Analyze potential of Canadian Pacific to object to sale.	0.80	284.00
01/26/17	Green Elizabeth A.	Review projections regarding various closing dates.	0.80	520.00
01/26/17	Green Elizabeth A.	Review sale auction transcript.	0.20	130.00
01/26/17	Green Elizabeth A.	Review issues regarding hearing on sale motion, witnesses and exhibits.	0.90	585.00
01/26/17	Green Elizabeth A.	Telephone call with Alan Pope regarding issues related to permits and closing.	0.50	325.00
01/26/17	Green Elizabeth A.	Telephone call with Jorian Rose regarding issues related to permits and closing.	0.50	325.00

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Date	Name	Description	Hours	Amount
01/26/17	Green Elizabeth A.	Review issues regarding Canadian Pacific Agreements.	0.70	455.00
01/26/17	Parrish Jimmy D.	Talk with Mr. Guso regarding sale hearing.	0.10	54.00
01/26/17	Parrish Jimmy D.	Prepare evidentiary presentation for sale hearing.	2.50	1,350.00
01/26/17	Parrish Jimmy D.	Review 8th Circuit caselaw on standard to approve sale of substantially all assets.	2.30	1,242.00
01/26/17	Parrish Jimmy D.	Review Canadian Pacific objection and cure issues.	1.20	648.00
01/26/17	Parrish Jimmy D.	Talk with Mr. Beskow regarding sale hearing testimony.	1.10	594.00
01/26/17	Parrish Jimmy D.	Meet with Mr. Beskow and Mr. Richards regarding sale hearing.	1.30	702.00
01/26/17	Ramsey Kristina R.	Draft and provide Jorian Rose with comprehensive summary correspondence regarding permit transfer agreement and transfer notices.	0.50	177.50
01/26/17	Ramsey Kristina R.	Draft Notice of Transfer regarding NPDES Industrial Stormwater Permit.	0.50	177.50
01/26/17	Ramsey Kristina R.	Draft Notice of Transfer correspondence regarding Synthetic Minor Source Permit.	0.50	177.50
01/26/17	Ramsey Kristina R.	Draft Permit Transfers agreement between Dakota Plains Holdings, Inc., Dakota Plains Petroleum Transport Solutions, LLC, and BioUrja Trading, LLC.	1.50	532.50
01/26/17	Rose Jorian L.	Prepare for proffer of Bio Urja and Canaccord direct sale testimony.	1.80	1,359.00
01/26/17	Rose Jorian L.	Conference call with counsel for SunTrust regarding update for sale.	0.50	377.50
01/26/17	Rose Jorian L.	Revise sale order for Canadian Pacific resolution as well as other comments.	2.40	1,812.00
01/26/17	Rose Jorian L.	Conference calls with counsel for Canadian	1.40	1,057.00

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Date	Name	Description	Hours	Amount
		Pacific regarding cure claim issues and amount due and owing.		
01/27/17	Parrish Jimmy D.	Review and revise sale order.	0.60	324.00
01/27/17	Parrish Jimmy D.	Prepare for sale hearing.	1.50	810.00
01/27/17	Parrish Jimmy D.	Meet with Mr. Beskow and Mr. Claypool regarding sale hearing.	1.20	648.00
01/27/17	Parrish Jimmy D.	Attend sale hearing.	1.50	810.00
01/27/17	Ramsey Kristina R.	Revise the Permit Transfer Agreement and transfer letters and provide for transmittal to counsel for BioUrja.	0.50	177.50
01/27/17	Rose Jorian L.	Telephone conferences and email correspondence with Ms. Ramsey regarding permit transfer issues.	0.90	679.50
01/27/17	Rose Jorian L.	Telephone conferences with Company management and Canaccord regarding sale closing.	0.60	453.00
01/27/17	Rose Jorian L.	Telephone conferences and email correspondence with counsel for Bio Urja regarding sale closing and order from sale hearing.	0.70	528.50
01/27/17	Rose Jorian L.	Telephone conferences with directors regarding status of sale hearing and closing.	0.80	604.00
01/27/17	Rose Jorian L.	Attend sale hearing for substantially all of the assets of Dakota Plains.	1.60	1,208.00
01/27/17	Rose Jorian L.	Review and revise sale order regarding Canadian Pacific changes to order.	0.80	604.00
01/27/17	Rose Jorian L.	Prepare for sale hearing including exhibits and witness questions.	1.10	830.50
01/30/17	Green Elizabeth A.	Review permit transfer and timing of closing.	0.80	520.00
01/30/17	Ramsey Kristina R.	Communicate with client and with BioUrja providing electronic copies of overnighted	0.20	71.00

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Date	Name	Description	Hours	Amount
		permit transfer notices provided to the United States Environmental Protection Agency.		
01/30/17	Ramsey Kristina R.	Locate and provide copies of the Spill Prevention Control and Countermeasure Plan and Facility Response Plan to Shek Jain.	0.30	106.50
01/30/17	Ramsey Kristina R.	Draft and send introductory correspondence to Jeff Melby and Shek Jain.	0.10	35.50
01/30/17	Ramsey Kristina R.	Review issues relating to consent order and discuss disclosure with Jorian Rose.	0.30	106.50
01/30/17	Ramsey Kristina R.	Conference call with Gabe Claypool regarding execution of the Permit Transfer Agreement.	0.10	35.50
01/30/17	Ramsey Kristina R.	Receive and review BioUrja's comments on the NPDES and Synthetic Minor Source Permit transfer letters and modify transfer letters accordingly.	0.30	106.50
01/30/17	Ramsey Kristina R.	Prepare for an attend conference call with Shek Jain and Jorian Rose regarding additional permit transfer matters and providing background information on the consultants familiar with the site, permits, and supporting permit and facility documents.	0.50	177.50
01/30/17	Ramsey Kristina R.	Communicate with client providing Permit Transfer Agreement for execution today.	0.10	35.50
01/30/17	Ramsey Kristina R.	Correspond with Shek Jain regarding modification to Permit Transfer Agreement and plans for submittal to the United States Environmental Protection Agency today.	0.10	35.50
01/30/17	Ramsey Kristina R.	Incorporate BioUrja's edits to Permit Transfer Agreement and incorporate new miscellaneous provision regarding execution of agreement.	0.30	106.50
01/30/17	Ramsey Kristina R.	Conference call with Jeff Melby of Pinnacle	0.20	71.00

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Date	Name	Description	Hours	Amount
		Engineering regarding the status of various permit transfers.		
01/30/17	Ramsey Kristina R.	Receive and review BioUrja's proposed edits to Permit Transfer Agreement and discuss inquiries regarding site related plans and transfers of other permits.	0.40	142.00
01/30/17	Rose Jorian L.	Telephone call to Mr. Beskow regarding closing date issues and budget.	0.50	377.50
01/30/17	Rose Jorian L.	Review transfer documents and comments from Bio Urja regarding permits.	0.80	604.00
01/30/17	Rose Jorian L.	Conference calls with buyer's counsel regarding closing timing and issues.	0.50	377.50
01/30/17	Rose Jorian L.	Conference calls counsel for buyer regarding permit issues.	0.40	302.00
01/31/17	Green Elizabeth A.	Review budget regarding payment of post closing items.	0.50	325.00
01/31/17	Green Elizabeth A.	Review permit transfer issues.	0.50	325.00
01/31/17	Rose Jorian L.	Emails and telephone calls to contract parties regarding sale and contract assignments.	0.50	377.50
01/31/17	Rose Jorian L.	Review filing for permit transfer to purchaser.	0.60	453.00
01/31/17	Rose Jorian L.	Emails to Mr. Beskow regarding questions on sale issues.	0.60	453.00
<b>Total</b>			<b>141.40</b>	<b>88,676.50</b>

### Expenses and Other Charges

01/22/17	Meals while Traveling (E110) Lunch; Jorian Rose; Lunch meal expense during trip to Houston, Texas to attend sale auction. (Dates of travel are January 22, 2017 to January 23, 2017); Jan 22, 2017;	22.31
01/23/17	Dinner; Jorian Rose; Dinner meal expense during trip to Houston, Texas to attend sale auction. (Dates of travel are January 22, 2017 to January 23, 2017); Jan 23, 2017;	13.49

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01/26/17	Meals while Traveling (E110) Lunch; Jorian Rose; OTG MANAGEMENT EWR, NEWARK NJ; Lunch meal expense during trip to Minneapolis, Minnesota for sale hearing for substantially all of the assets of Dakota Plains. (Dates of travel are January 26, 2017 to January 27, 2017); Jan 26, 2017;	21.74
01/27/17	Breakfast; Jorian Rose; CARIBOU COFFEE CO # MINNEAPOLIS MN; Breakfast meal expense during trip to Minneapolis, Minnesota for sale hearing for substantially all of the assets of Dakota Plains. (Dates of travel are January 26, 2017 to January 27, 2017); Jan 27, 2017;	25.77
<b>Subtotal - Meals while Traveling (E110)</b>		<b>83.31</b>
01/22/17	Ground Transportation Out of Town (E110) Taxi/Car Service; Jorian Rose; Taxi expense to airport for trip to Houston, Texas to attend sale auction. (Dates of travel are January 22, 2017 to January 23, 2017); Jan 22, 2017;	60.28
01/22/17	Taxi/Car Service; Jorian Rose; Taxi expense from airport to hotel to prepare for sale auction. (Dates of travel are January 22, 2017 to January 23, 2017); Jan 22, 2017;	65.87
01/23/17	Ground Transportation Out of Town (E110) Taxi/Car Service; Jorian Rose; Taxi expense to airport for flight to New York from sale auction. (Dates of travel are January 22, 2017 to January 23, 2017); Jan 23, 2017;	68.43
01/23/17	Taxi/Car Service; Jorian Rose; Taxi expense from airport to home from trip to Houston, Texas for sale auction. (Dates of travel are January 22, 2017 to January 23, 2017); Jan 23, 2017;	112.15
01/26/17	Ground Transportation Out of Town (E110) Taxi/Car Service; Jorian Rose; UBER *US JAN26 OXF HELP.UBER.COM CA; Taxi expense from airport to prepare for proffer of Bio Urja and Canaccord direct testimony. (Dates of travel are January 26, 2017 to January 27, 2017); Jan 26, 2017;	26.85
01/27/17	Taxi/Car Service; Jorian Rose; UBER *US JAN27 JXA HELP.UBER.COM CA; Taxi expense from airport from trip to Minneapolis, Minnesota for sale hearing for substantially all of the assets of Dakota Plains. (Dates of travel are January 26, 2017 to January 27, 2017); Jan 27, 2017;	98.97
<b>Subtotal - Ground Transportation Out of Town (E110)</b>		<b>432.55</b>

01/23/17	Airfare/Trainfare (E110) Airfare; Jorian Rose; UNITED AIRLINES HOUSTON TX; Flight expenses to/from Houston, Texas to attend sale auction. (Dates of travel are January 22, 2017 to January 23, 2017);	926.20
01/26/17	Airfare/Trainfare (E110) Airfare; Jorian Rose; UNITED AIRLINES HOUSTON TX; Difference in airfare during trip to/from Minneapolis, Minnesota for sale hearing for substantially all of the assets of Dakota Plains. (Dates of travel are January 26, 2017 to January 27, 2017);	40.00
01/27/17	Airfare/Trainfare (E110) Airfare; Jorian Rose; UNITED AIRLINES HOUSTON TX; Flight expenses to/from Minneapolis, Minnesota for sale hearing for substantially all of the assets of Dakota Plains. (Dates of travel are January 26, 2017 to January 27, 2017);	866.40

**Subtotal - Airfare/Trainfare (E110) 1,832.60**

01/23/17	Lodging (E110) Lodging; Jorian Rose; Hotel expense during trip to Houston, Texas to attend sale auction.; Jan 23, 2017	338.13
01/27/17	Lodging (E110) Lodging; Jorian Rose; Hotel expense during trip to Minneapolis, Minnesota for sale hearing for substantially all of the assets of Dakota Plains. (Dates of travel are January 26, 2017 to January 27, 2017); Jan 27, 2017	255.15

**Subtotal - Lodging (E110) 593.28**

**Total \$ 2,941.74**

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Dakota Plains Holdings, Inc.  
294 Grove Ln. E  
Wayzata, MN 55391

Invoice Date: 06/29/17  
Invoice Number: 50394941  
B&H File Number: 10659/098445/000017  
Taxpayer ID Number: 34-0082025  
Page 1

**Regarding: Asset Sales**

For professional services rendered from February 1, 2017 through February 28, 2017

**BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 62,990.00**

## Remittance Copy

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**Invoice No: 50394941**

**Firm Contact Information**

Anissa Haynes  
(215) 564-8909  
ahaynes@bakerlaw.com

**Please Remit To:**  
**Baker & Hostetler LLP**  
**P.O. Box 70189**  
**Cleveland, OH 44190-0189**

**Reference Invoice No:**  
**50394941**

**FOR WIRE REMITTANCES:**  
**Baker & Hostetler LLP**  
**KeyBank, N.A., Cleveland, OH**  
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Dakota Plains Holdings, Inc.  
294 Grove Ln E  
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Page 2

**Regarding: Asset Sales**

For professional services rendered from February 1, 2017 through February 28, 2017

**Fees \$ 62,990.00**

**BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 62,990.00**

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*Houston Los Angeles New York Orlando Philadelphia Seattle Washington, DC*

**Regarding: Asset Sales**

Matter Number: 098445.000017

Name	Hours	Rate	Amount
Goodman Eric R	5.40	\$ 530.00	\$ 2,862.00
Green Elizabeth A.	3.40	650.00	2,210.00
Parrish Jimmy D.	2.00	540.00	1,080.00
Rose Jorian L.	72.60	755.00	54,813.00
Iannuzzi Michael M.	1.40	510.00	714.00
Ramsey Kristina R.	3.40	355.00	1,207.00
Lane Deanna L	0.40	260.00	104.00
<b>Total</b>	<b>88.60</b>	<b>\$</b>	<b>62,990.00</b>

Date	Name	Description	Hours	Amount
02/02/17	Ramsey Kristina R.	Review the consultant-derived, site specific information necessary for completion and submittal to the United States Environmental Protection Agency of the requisite Notice of Termination relating to the General Storm Water Construction Permit.	0.60	213.00
02/02/17	Rose Jorian L.	Email correspondence and telephone conferences with counsel for Canadian Pacific and Company regarding cure cost resolution.	0.80	604.00
02/02/17	Rose Jorian L.	Review and revise SEC filing for sale of assets.	1.40	1,057.00
02/03/17	Rose Jorian L.	Review invoices for Canadian Pacific for cure claim resolution.	0.60	453.00
02/03/17	Rose Jorian L.	Email correspondence with Messrs. Claypool and Beskow regarding Canadian Pacific cure claim issues.	0.80	604.00
02/05/17	Green Elizabeth A.	Review issues regarding Bio Urja closing	0.80	520.00

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Date	Name	Description	Hours	Amount
		concerns.		
02/06/17	Green Elizabeth A.	Review closing items.	0.70	455.00
02/06/17	Lane Deanna L	Review of court docket for upcoming hearing dates on status conference re: sale; sending calendaring information to docketing and team re: same	0.10	26.00
02/06/17	Parrish Jimmy D.	Review sale closing and lease assumption issues.	0.40	216.00
02/06/17	Rose Jorian L.	Email correspondence with Canadian Pacific counsel regarding objection deadline.	0.40	302.00
02/06/17	Rose Jorian L.	Telephone conferences with Management regarding closing timing and planning.	0.70	528.50
02/07/17	Rose Jorian L.	Review and revise a stipulation for Canadian Pacific regarding cure claim.	1.40	1,057.00
02/07/17	Rose Jorian L.	Telephone conferences with counsel for Bio Urja regarding closing issues.	0.40	302.00
02/08/17	Parrish Jimmy D.	Review issues regarding contract assignments and cure claims.	0.50	270.00
02/08/17	Rose Jorian L.	Email correspondence with Messrs. Beskow and Claypool regarding Canadian Pacific cure claim.	0.40	302.00
02/08/17	Rose Jorian L.	Telephone conferences with directors regarding status of sale and closing.	0.60	453.00
02/08/17	Rose Jorian L.	Conference call with secured creditor regarding closing payoff.	0.60	453.00
02/08/17	Rose Jorian L.	Review sale order and asset purchase agreement for closing documents and deliverables	2.20	1,661.00
02/09/17	Rose Jorian L.	Telephone conferences and email correspondence with Mr. Beskow regarding final closing statement for Bio Urja sale.	0.70	528.50
02/10/17	Parrish Jimmy D.	Review status of Canadian Pacific	0.30	162.00

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Date	Name	Description	Hours	Amount
		assignment and hearing.		
02/10/17	Rose Jorian L.	Conference calls with counsel for Bio Urja regarding closing issues and preparation.	0.80	604.00
02/10/17	Rose Jorian L.	Telephone conferences with counsel for Canadian Pacific regarding cure claim process issues.	0.40	302.00
02/10/17	Rose Jorian L.	Telephone conference with directors regarding final closing issues for sale.	0.60	453.00
02/10/17	Rose Jorian L.	Review final closing statement for Bio Urja sale prepared by Mr. Beskow.	0.90	679.50
02/13/17	Rose Jorian L.	Telephone conferences with counsel for Bio Urja and Canadian Pacific regarding assumption and assignment and insurance issues.	0.80	604.00
02/13/17	Rose Jorian L.	Review and revise stipulation for Canadian Pacific cure claim.	1.30	981.50
02/13/17	Rose Jorian L.	Begin draft closing lists arising from Asset Purchase Agreement and amendment for closing documents	1.90	1,434.50
02/14/17	Parrish Jimmy D.	Review sale status.	0.30	162.00
02/14/17	Rose Jorian L.	Telephone conference with counsel for Canadian Pacific regarding cure claim stipulation.	0.60	453.00
02/15/17	Parrish Jimmy D.	Review issues regarding post-closing obligations.	0.30	162.00
02/15/17	Rose Jorian L.	Draft notice of resolution of Canadian Pacific cure claim issue.	0.60	453.00
02/15/17	Rose Jorian L.	Telephone conferences with counsel for Bio Urja and Canadian Pacific regarding resolution of cure claim objection.	0.80	604.00
02/15/17	Rose Jorian L.	Review and revise transition services agreement for Bio Urja sale.	2.60	1,963.00
02/15/17	Rose Jorian L.	Telephone conference with Mr. Beskow	0.60	453.00

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Date	Name	Description	Hours	Amount
		regarding questions on remaining contracts to be assigned, closing planning and budgeting.		
02/16/17	Parrish Jimmy D.	Talk with Mr. Beskow regarding sale reconciliation.	0.20	108.00
02/16/17	Ramsey Kristina R.	Begin drafting Notice of Termination of the general construction permit for provision to the United States Environmental Protection Agency in compliance with the client's permit transfer obligations.	0.60	213.00
02/16/17	Ramsey Kristina R.	Communicate with Jorian Rose regarding permit transfer issues.	0.20	71.00
02/16/17	Ramsey Kristina R.	Review issues relating to timing obligations for permit transfers in the Permit Transfer Agreement, implications of permit transfers already occurring, and whether those permits need to be included in the Transition Services Agreement.	0.40	142.00
02/16/17	Ramsey Kristina R.	Receive and review Notice of Intent relating to the general construction permit filed by BioUrja this week and the Corps permit transfer documents.	0.20	71.00
02/16/17	Ramsey Kristina R.	Conference call the Jeff Melby requesting information regarding permit transfer actions by BioUrja.	0.20	71.00
02/16/17	Ramsey Kristina R.	Review and edit proposed Transition Service Agreement.	0.20	71.00
02/16/17	Ramsey Kristina R.	Communicate with Jorian Rose regarding review and requested editing of the Transitions Services Agreement.	0.10	35.50
02/16/17	Rose Jorian L.	Review settlement financial analysis from Mr. Beskow and telephone conference with Mr. Beskow regarding same.	0.70	528.50
02/16/17	Rose Jorian L.	Email correspondence and telephone conferences regarding cancellation of status hearing to Bankruptcy Court.	0.40	302.00

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Date	Name	Description	Hours	Amount
02/16/17	Rose Jorian L.	Draft assumption and assignment agreement for sale.	0.80	604.00
02/16/17	Rose Jorian L.	Review and revise transition services agreement for sale to Bio Urja.	1.80	1,359.00
02/17/17	Rose Jorian L.	Telephone conferences with counsel for Bio Urja regarding closing documents and planning.	0.60	453.00
02/17/17	Rose Jorian L.	Review and revise closing documents drafted by Bio Urja.	1.30	981.50
02/18/17	Green Elizabeth A.	Review issues regarding Bio Urja closing.	0.50	325.00
02/20/17	Ramsey Kristina R.	Confirm closing date and Pinnacle's ability to file Notice of Termination regarding Stormwater Construction General Permit on closing date.	0.20	71.00
02/20/17	Ramsey Kristina R.	Communications with Jeff Melby regarding Notice of Intent filing qualifications for purposes of electronically filing required Notice of Termination for Stormwater Construction General Permit.	0.20	71.00
02/20/17	Ramsey Kristina R.	Continue working on necessary Notice of Termination regarding the Stormwater Construction General Permit. including review of original Notice of Intent information provided to the Environmental Protection Agency and the new Notice of Intent file and additional information necessary to complete Notice.	0.50	177.50
02/20/17	Rose Jorian L.	Review and revise consents to assumption and assignment for Murex and CHS contracts.	0.80	604.00
02/20/17	Rose Jorian L.	Review and revise Assumption Agreement for sale for BioUrja sale closing.	1.80	1,359.00
02/21/17	Rose Jorian L.	Review closing documents for BioUrja sale.	1.60	1,208.00
02/22/17	Iannuzzi Michael M.	Conference with Jorian Rose and conference call with opposing counsel. Review existing mortgage and title	0.90	459.00

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Date	Name	Description	Hours	Amount
		documents to locate recorded copy of mortgage in favor of World Fuel Services.		
02/22/17	Lane Deanna L	Document search for legal description of client's property needed for sale for Mr. Rose	0.30	78.00
02/22/17	Rose Jorian L.	Conference call with Directors and Canaccord regarding status of sale.	0.50	377.50
02/22/17	Rose Jorian L.	Review closing flow of funds from Mr. Beskow for sale.	1.40	1,057.00
02/22/17	Rose Jorian L.	Review filings for mortgage information for mortgage releases for BioUrja.	0.70	528.50
02/22/17	Rose Jorian L.	Telephone conferences with counsel for SunTrust and World Fuel regarding mortgage releases.	0.50	377.50
02/22/17	Rose Jorian L.	Review and revise transition services agreement for post-closing needs.	1.80	1,359.00
02/22/17	Rose Jorian L.	Conference calls with counsel for BioUrja regarding documents for closing and closing coordination.	0.60	453.00
02/23/17	Goodman Eric R	Draft and edit board resolutions for Dakota Plains Transloading, LLC, Dakota Plains Sand, LLC and Dakota Marketing, LLC for post-sale transactions	1.10	583.00
02/23/17	Goodman Eric R	Draft and edit board resolution for Dakota Plains Holdings, LLC for sale transaction and post-sale transactions and communications with Mr. Rose regarding the same.	1.50	795.00
02/23/17	Goodman Eric R	Draft and edit board resolution for Dakota Petroleum Transport Solution, LLC for sale transaction and post-sale transactions and communications with Mr. Rose regarding the same.	1.60	848.00
02/23/17	Goodman Eric R	Draft and edit board resolutions for DPTS Sand, LLC and DPTS Marketing, LLC for post-sale transactions.	1.20	636.00

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Date	Name	Description	Hours	Amount
02/23/17	Green Elizabeth A.	Review issues regarding closing.	0.60	390.00
02/23/17	Iannuzzi Michael M.	Email correspondence and review of Dakota Plains release documents. Review and prepare comments to Deed.	0.50	255.00
02/23/17	Rose Jorian L.	Review and revise closing certificates, bills of sale and related documents.	1.20	906.00
02/23/17	Rose Jorian L.	Draft Assignment and Assumption Agreement and Bill of Sale document.	1.60	1,208.00
02/23/17	Rose Jorian L.	Telephone conferences with Mr. Claypool regarding transition issues and sale issues.	0.60	453.00
02/23/17	Rose Jorian L.	Review deed and mortgage release for sale of real property.	0.50	377.50
02/23/17	Rose Jorian L.	Draft closing list for remaining issues.	0.60	453.00
02/23/17	Rose Jorian L.	Review and revise consents for sale for Dakota Plains Holdings.	0.60	453.00
02/23/17	Rose Jorian L.	Telephone conferences with Directors regarding remaining sale issues and wind down issues.	0.50	377.50
02/24/17	Rose Jorian L.	Review and revise Assumption and Assignment Agreement and Bill of Sale agreements.	1.60	1,208.00
02/24/17	Rose Jorian L.	Review revised title transfer documents.	0.70	528.50
02/24/17	Rose Jorian L.	Telephone conferences and email correspondence with Mr. Claypool regarding signing of closing documents that have been finalized.	0.90	679.50
02/24/17	Rose Jorian L.	Email correspondence with CP and BioUrja regarding resolution of sale objections.	0.60	453.00
02/24/17	Rose Jorian L.	Draft escrow release agreement for escrow agent to release sale funds.	0.80	604.00
02/24/17	Rose Jorian L.	Telephone conferences with Mr. Jain regarding preparation for closing.	0.70	528.50

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Date	Name	Description	Hours	Amount
02/24/17	Rose Jorian L.	Review and revise transition services issues and schedules to agreement	1.10	830.50
02/24/17	Rose Jorian L.	Review and revising closing documents and assignment documents for execution	1.90	1,434.50
02/25/17	Rose Jorian L.	Emails with Mr Beskow and counsel for Dakota Plains regarding closing issues and post closing planning	0.60	453.00
02/25/17	Rose Jorian L.	Review and revise transition services agreement and other closing documents	1.80	1,359.00
02/26/17	Rose Jorian L.	Review and revise deed prepared by BioUrja and the title company for sale of real property	0.90	679.50
02/27/17	Rose Jorian L.	Telephone conferences with Mr. Beskow regarding closing issues and signatures.	0.60	453.00
02/27/17	Rose Jorian L.	Email correspondence with SunTrust and World Fuel regarding mortgage release issues.	0.60	453.00
02/27/17	Rose Jorian L.	Review and revise consents to assign contracts for debtor.	1.60	1,208.00
02/27/17	Rose Jorian L.	Review closing statement for transfer of funds.	0.60	453.00
02/27/17	Rose Jorian L.	Telephone conference with Mr. Thornton regarding history of debtors' mergers for closing issues.	0.40	302.00
02/27/17	Rose Jorian L.	Review documents and collect final closing certificates to closing sale to BioUrja.	1.90	1,434.50
02/27/17	Rose Jorian L.	Review and revise transition agreement regarding issues required post-closing.	1.30	981.50
02/27/17	Rose Jorian L.	Telephone conferences with buyer's counsel and research prior merger history for deed issues.	1.40	1,057.00
02/27/17	Rose Jorian L.	Emails and telecons with escrow agent regarding release of funds	0.60	453.00

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Date	Name	Description	Hours	Amount
02/28/17	Green Elizabeth A.	Review issues related to closing.	0.80	520.00
02/28/17	Rose Jorian L.	Review closing stipulation for cure claim issues for CP, CHS and Murex.	1.10	830.50
02/28/17	Rose Jorian L.	Telephone conferences with Mr. Beskow regarding coordination of closing documents and wire information.	0.90	679.50
02/28/17	Rose Jorian L.	Review revised deeds and bills of sale.	0.60	453.00
02/28/17	Rose Jorian L.	Review and assemble final closing documents and signature pages.	1.90	1,434.50
02/28/17	Rose Jorian L.	Telephone conferences with counsel for SunTrust regarding closing status and remaining issues.	0.40	302.00
02/28/17	Rose Jorian L.	Telephone conferences with directors regarding status of closing and wire information.	0.60	453.00
02/28/17	Rose Jorian L.	Review final closing statement for sale proceeds and wire information.	1.10	830.50
02/28/17	Rose Jorian L.	Telephone conferences with counsel for BioUrja regarding closing issues and revisions to closing documents.	1.60	1,208.00
<b>Total</b>			<b>88.60</b>	<b>62,990.00</b>

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# BakerHostetler

Dakota Plains Holdings, Inc.  
294 Grove Ln E  
Wayzata, MN 55391

Invoice Date: 06/29/17  
Invoice Number: 50394953  
B&H File Number: 10659/098445/000017  
Taxpayer ID Number: 34-0082025  
Page 1

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**Regarding: Asset Sales**

For professional services rendered from March 1, 2017 through March 31, 2017

**BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 9,504.40**

## Remittance Copy

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**Invoice No: 50394953**

**Firm Contact Information**

Anissa Haynes  
(215) 564-8909  
ahaynes@bakerlaw.com

**Please Remit To:**  
Baker & Hostetler LLP  
P.O. Box 70189  
Cleveland, OH 44190-0189

**Reference Invoice No:**  
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**FOR WIRE REMITTANCES:**  
Baker & Hostetler LLP  
KeyBank, N.A., Cleveland, OH  
Account No: 1001516552 / ABA 041001039  
**SWIFT Code: KEYBUS33**

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Dakota Plains Holdings, Inc.  
294 Grove Ln E  
Wayzata, MN 55391

Invoice Date: 06/29/17  
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Page 2

**Regarding: Asset Sales**

For professional services rendered from March 1, 2017 through March 31, 2017

<b>Fees</b>	<b>\$ 9,504.00</b>
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**Expenses and Other Charges**

<b>Copier / Duplication (E101)</b>	<b>0.40</b>
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<b>Total Expenses</b>	<b>\$ 0.40</b>
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<b>BALANCE FOR THIS INVOICE DUE BY 07/29/17</b>	<b>\$ 9,504.40</b>
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*Atlanta* *Chicago* *Cincinnati* *Cleveland* *Columbus* *Costa Mesa* *Denver*  
*Houston* *Los Angeles* *New York* *Orlando* *Philadelphia* *Seattle* *Washington, DC*

**Regarding: Asset Sales**

Matter Number: 098445.000017

Name	Hours	Rate	Amount
Rose Jorian L.	12.40	\$ 755.00	\$ 9,362.00
Ramsey Kristina R.	0.40	355.00	142.00
<b>Total</b>	<b>12.80</b>		<b>\$ 9,504.00</b>

Date	Name	Description	Hours	Amount
03/01/17	Ramsey Kristina R.	Follow-up communication with consultant regarding filing of necessary Notice of Termination relating to industrial general permit.	0.10	35.50
03/01/17	Ramsey Kristina R.	Review voicemail message from Region 8 of the Environmental Protection Agency regarding and respond to inquiries regarding permit transfers.	0.30	106.50
03/01/17	Rose Jorian L.	Review and revise index for closing sets.	0.60	453.00
03/01/17	Rose Jorian L.	Telephone conferences with directors regarding sale closing update.	0.60	453.00
03/01/17	Rose Jorian L.	Email correspondence with Ms. Ramsey regarding transfer of permit issues.	0.30	226.50
03/01/17	Rose Jorian L.	Review release document and emails to escrow agent regarding release of bidders deposits.	0.90	679.50
03/01/17	Rose Jorian L.	Review and send mortgage release from SunTrust to title company.	0.60	453.00
03/01/17	Rose Jorian L.	Draft letter for closing documents to BioUrja and SunTrust.	0.40	302.00
03/01/17	Rose Jorian L.	Review and revise final closing documents for BioUrja sale.	2.80	2,114.00

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Date	Name	Description	Hours	Amount
03/03/17	Rose Jorian L.	Email correspondence with World Fuel Services and BioUrja regarding mortgage release questions.	0.70	528.50
03/06/17	Rose Jorian L.	Email correspondence with Messrs. Godbold and Kielmeyer regarding deposit return for backup bidder.	0.70	528.50
03/07/17	Rose Jorian L.	Review stipulation and closing statement for payments to Canadian Pacific.	0.80	604.00
03/07/17	Rose Jorian L.	Email correspondence with Canadian Pacific counsel regarding unpaid invoices.	0.40	302.00
03/08/17	Rose Jorian L.	Telephone conference with Mr. Beskow regarding Canadian Pacific amounts owing.	0.40	302.00
03/08/17	Rose Jorian L.	Email correspondence with Ms. Schlitz regarding Canadian Pacific cure issue.	0.50	377.50
03/09/17	Rose Jorian L.	Telephone conference with Mr. Beskow regarding cure issues after sale and Canadian Pacific.	0.50	377.50
03/14/17	Rose Jorian L.	Review closing payment schedule and telephone conference with Mr. Beskow regarding Canadian Pacific cure payments.	0.70	528.50
03/14/17	Rose Jorian L.	Telephone conference with counsel for BioUrja regarding cure of Canadian Pacific contacts.	0.40	302.00
03/14/17	Rose Jorian L.	Email correspondence with Canadian Pacific and BioUrja regarding cure payment issues.	0.60	453.00
03/22/17	Rose Jorian L.	Email correspondence and review permit transfer issue from Ms. Ramsey.	0.50	377.50
<b>Total</b>			<b>12.80</b>	<b>9,504.00</b>

**Expenses and Other Charges**

03/01/17	4 Copies	0.40
<b>Subtotal - Copier / Duplication (E101)</b>		<b>0.40</b>

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PhiladelphiaCosta Mesa  
SeattleDenver  
Washington, DC

Total	<u>\$ 0.40</u>
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# BakerHostetler

Dakota Plains Holdings, Inc.  
294 Grove Ln E  
Wayzata, MN 55391

Invoice Date: 06/29/17  
Invoice Number: 50394963  
B&H File Number: 10659/098445/000017  
Taxpayer ID Number: 34-0082025  
Page 1

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**Regarding: Asset Sales**

For professional services rendered from April 1, 2017 through April 30, 2017

**BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 1,535.50**

## Remittance Copy

Please include this page with payment

**Invoice No: 50394963**

**Firm Contact Information**

Anissa Haynes  
(215) 564-8909  
ahaynes@bakerlaw.com

**Please Remit To:**  
Baker & Hostetler LLP  
P.O. Box 70189  
Cleveland, OH 44190-0189

**Reference Invoice No:**  
50394963

**FOR WIRE REMITTANCES:**  
Baker & Hostetler LLP  
KeyBank, N.A., Cleveland, OH  
Account No: 1001516552 / ABA 041001039  
**SWIFT Code: KEYBUS33**

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294 Grove Ln E  
Wayzata, MN 55391

Invoice Date: 06/29/17  
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B&H File Number: 10659/098445/000017  
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Page 2

**Regarding: Asset Sales**

For professional services rendered from April 1, 2017 through April 30, 2017

<b>Fees</b>	<b>\$ 1,535.50</b>
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<b>BALANCE FOR THIS INVOICE DUE BY 07/29/17</b>	<b>\$ 1,535.50</b>
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**Baker&Hostetler LLP**

*Atlanta*  
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*Costa Mesa*  
*Seattle*

*Denver*  
*Washington, DC*

Regarding: Asset Sales

Matter Number: 098445.000017

Name	Hours	Rate	Amount
Goodman Eric R	1.90	\$ 530.00	\$ 1,007.00
Rose Jorian L.	0.70	755.00	528.50
<b>Total</b>	<b>2.60</b>	<b>\$</b>	<b>1,535.50</b>

Date	Name	Description	Hours	Amount
04/05/17	Rose Jorian L.	Telephone conferences with potential parties in interest for liquidating trust purchase.	0.70	528.50
04/21/17	Goodman Eric R	Draft and edit form Non-Disclosure Agreement (1.5); communications with Mr. Rose regarding form Non-Disclosure Agreement (.2); communications with Triax Advisors regarding form Non-Disclosure Agreement (.1); communications with Allstate Investments regarding form Non-Disclosure Agreement (.1).	1.90	1,007.00
	<b>Total</b>		<b>2.60</b>	<b>1,535.50</b>

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Dakota Plains Holdings, Inc.  
294 Grove Ln E  
Wayzata, MN 55391

Invoice Date: 08/14/17  
Invoice Number: 50409528  
B&H File Number: 10659/098445/000017  
Taxpayer ID Number: 34-0082025  
Page 1

Regarding: **Asset Sales**

For professional services rendered through June 30, 2017

**BALANCE FOR THIS INVOICE DUE BY 09/13/17 \$ 1,585.50**

## Remittance Copy

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**Invoice No: 50409528**

**Firm Contact Information**

Anissa Haynes  
(215) 564-8909  
ahaynes@bakerlaw.com

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Baker & Hostetler LLP  
P.O. Box 70189  
Cleveland, OH 44190-0189

Reference Invoice No:  
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Invoice Date: 08/14/17  
Invoice Number: 50409528  
B&H File Number: 10659/098445/000017  
Taxpayer ID Number: 34-0082025  
Page 2

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**Regarding: Asset Sales**

For professional services rendered through June 30, 2017

**Fees \$ 1,585.50**

**BALANCE FOR THIS INVOICE DUE BY 09/13/17 \$ 1,585.50**

**Baker&Hostetler LLP**

*Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver*  
*Houston Los Angeles New York Orlando Philadelphia Seattle Washington, DC*

Dakota Plains Holdings, Inc.

Invoice Date: 08/14/17

Invoice Number: 50409528

Matter Number: 098445.000017

Page 3

Regarding: Asset Sales

Matter Number: 098445.000017

Name	Hours	Rate	Amount
Rose Jorian L.	2.10	\$ 755.00	\$ 1,585.50
<b>Total</b>	<b>2.10</b>		<b>\$ 1,585.50</b>

Date	Name	Description	Hours	Amount
06/06/17	Rose Jorian L.	Email correspondence with Mr. Jain regarding asset disposition question and Suburban financing.	0.40	302.00
06/08/17	Rose Jorian L.	Email correspondence with counsel to Mr. Jain at BioUrja regarding assets for transfer.	0.40	302.00
06/20/17	Rose Jorian L.	Telephone conferences with Mr. Beskow and emails to BioUrja's counsel regarding post-sale issues.	0.70	528.50
06/22/17	Rose Jorian L.	Email client and review minutes of hearing on stay relief.	0.20	151.00
06/22/17	Rose Jorian L.	Telephone conference with Mr. Beskow regarding property to be sold to BioUrja.	0.40	302.00
	<b>Total</b>		<b>2.10</b>	<b>1,585.50</b>

Baker &amp; Hostetler LLP

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Dakota Plains Holdings, Inc.  
294 Grove Ln E  
Wayzata, MN 55391

Invoice Date: 06/29/17  
Invoice Number: 50394932  
B&H File Number: 10659/098445/000018  
Taxpayer ID Number: 34-0082025  
Page 1

Regarding: Avoidance Actions

For professional services rendered from January 1, 2017 through January 31, 2017

**BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 1,359.50**

## Remittance Copy

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**Invoice No: 50394932**

**Firm Contact Information**

Anissa Haynes  
(215) 564-8909  
ahaynes@bakerlaw.com

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**Cleveland, OH 44190-0189**

**Reference Invoice No:**  
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Wayzata, MN 55391

Invoice Date: 06/29/17  
Invoice Number: 50394932  
B&H File Number: 10659/098445/000018  
Taxpayer ID Number: 34-0082025  
Page 2

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**Regarding: Avoidance Actions**

For professional services rendered from January 1, 2017 through January 31, 2017

**Fees** \$ **1,359.50**

**BALANCE FOR THIS INVOICE DUE BY 07/29/17** \$ **1,359.50**

**Baker&Hostetler LLP**

*Atlanta* *Chicago* *Cincinnati* *Cleveland* *Columbus* *Costa Mesa* *Denver*  
*Houston* *Los Angeles* *New York* *Orlando* *Philadelphia* *Seattle* *Washington, DC*

Dakota Plains Holdings, Inc.

Invoice Date: 06/29/17

Invoice Number: 50394932

Matter Number: 098445.000018

Page 3

Regarding: Avoidance Actions

Matter Number: 098445.000018

Name	Hours	Rate	Amount
Parrish Jimmy D.	0.70	\$ 540.00	\$ 378.00
Rose Jorian L.	1.30	755.00	981.50
<b>Total</b>	<b>2.00</b>		<b>\$ 1,359.50</b>

Date	Name	Description	Hours	Amount
01/26/17	Rose Jorian L.	Review summary of avoidance analysis from Mr. Beskow.	1.30	981.50
01/27/17	Parrish Jimmy D.	Review preference issues for liquidating plan.	0.70	378.00
	<b>Total</b>		<b>2.00</b>	<b>1,359.50</b>

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